

**Exhibit A**

A high-contrast, black and white image showing a large, dark, irregular shape on the left and a smaller, dark, irregular shape on the right, separated by a white space. The image is framed by a thick black border.

**From:** Rubin, Lisa H.  
**Sent:** Monday, January 04, 2016 10:37 AM  
**To:** 'Fox, Gregory W.'  
**Cc:** Williams, Matt J.; Daniel H. Golden ([dgolden@akingump.com](mailto:dgolden@akingump.com)); [dnewman@akingump.com](mailto:dnewman@akingump.com); Weintraub, William P.  
**Subject:** RE: Subject to FRE 408 and state law equivalents

Thanks, Greg. The Participating Unitholders and GUC Trust agree to your proposal, as set forth below in your December 21 e-mail.

Best regards,

Lisa

**Lisa H. Rubin**  
Of Counsel

# GIBSON DUNN

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**From:** Fox, Gregory W. [<mailto:GFox@goodwinprocter.com>]  
**Sent:** Monday, January 04, 2016 10:19 AM  
**To:** Rubin, Lisa H.  
**Cc:** Williams, Matt J.; Daniel H. Golden ([dgolden@akingump.com](mailto:dgolden@akingump.com)); [dnewman@akingump.com](mailto:dnewman@akingump.com); Weintraub, William P  
**Subject:** RE: Subject to FRE 408 and state law equivalents

Lisa.

I hope you had a pleasant holidays. Checking in on the below.

Thanks,

Greg

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**From:** Fox, Gregory W.  
**Sent:** Wednesday, December 23, 2015 5:52 PM  
**To:** 'Rubin, Lisa H.'  
**Cc:** Williams, Matt J.; Daniel H. Golden ([dgolden@akingump.com](mailto:dgolden@akingump.com)); [dnewman@akingump.com](mailto:dnewman@akingump.com)  
**Subject:** RE: Subject to FRE 408 and state law equivalents

Thanks. Have a good holiday weekend.

Greg

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**From:** Rubin, Lisa H. [<mailto:L.Rubin@gibsondunn.com>]  
**Sent:** Wednesday, December 23, 2015 5:44 PM  
**To:** Fox, Gregory W.  
**Cc:** Williams, Matt J.; Daniel H. Golden ([dgolden@akingump.com](mailto:dgolden@akingump.com)); [dnewman@akingump.com](mailto:dnewman@akingump.com)  
**Subject:** RE: Subject to FRE 408 and state law equivalents

Greg,

We appreciate the e-mail you sent us Monday. We are discussing your proposal with our client and the Unitholders' counsel, but given the holiday, we do not anticipate being able to respond until next week. Thanks again for memorializing the proposal in writing.

We will try to get back to you as soon as we can.

Many thanks and all best,

Lisa

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**From:** Fox, Gregory W. <[GFox@goodwinprocter.com](mailto:GFox@goodwinprocter.com)>  
**Sent:** Monday, December 21, 2015 9:49 PM  
**To:** Rubin, Lisa H.  
**Cc:** Weintraub, William P; [dgolden@akingump.com](mailto:dgolden@akingump.com)  
**Subject:** Subject to FRE 408 and state law equivalents

Lisa,

As we have discussed in connection with the General Motors case, Goodwin Procter has received proofs of claim of approximately 200 pre-sale accident plaintiffs represented by Mr. Hilliard's firm (the "Pre-Sale Accident Plaintiffs"). Rather than expending resources litigating a motion to allow these prepetition claims notwithstanding the passage of the bar date, we propose deferring such motion practice until after the Second Circuit rules on the pending appeal of Judge Gerber's April 15, 2015 equitable mootness ruling (the "Equitable Mootness Ruling"). If the Second Circuit affirms the Equitable Mootness Ruling, the prepetition claims of these Pre-Sale Accident Plaintiffs against the

GUC trust would be moot and no motion would be necessary. If the Second Circuit reverses the Equitable Mootness Ruling, the Pre-Sale Accident Plaintiffs would promptly file a motion seeking to allow these claims against the GUC trust notwithstanding the passage of the bar date.

We propose the following agreement among the Pre-Sale Accident Plaintiffs, the GUC Trust, and the Unitholders represented by Akin Gump:

- (i) The Pre-Sale Accident Plaintiffs will not file or seek allowance of their proofs of claim until five business days after a ruling by the Second Circuit reversing Equitable Mootness Ruling.
- (ii) In the event that the Second Circuit reverses the Equitable Mootness Ruling, the GUC trust and the Unitholders represented by Akin Gump will not subsequently argue to any court or tribunal that the Pre-Sale Accident Plaintiffs' rights to allowed claims against the GUC Trust were impacted by the Pre-Sale Accident Plaintiffs' failure to file and seek allowance of their proofs of claim during the period between the date of this email through the date that is five business days after the Second Circuit's reversal of Equitable Mootness Ruling. All parties' rights and arguments with respect to the period prior to the date of this email would be fully reserved; and
- (iii) For the period between the date of this email through the date the Second Circuit issues a decision reversing Equitable Mootness Ruling, the Pre-Sale Accident Plaintiffs will not take any action to stay distributions by the GUC trust to its beneficiaries.

If you are in agreement with this proposal, please send a confirmatory email on behalf of both the GUC Trust and the Unitholders represented by Akin Gump. If you believe the foregoing does not accurately reflect our agreement, please send proposed language for our consideration.

Best regards,

Greg

Gregory W. Fox  
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